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Attorneys For Cede & Co. As Holder of certain
Global Notes and Preference Shares and nominee
Name of the Depository Trust Company

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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WELLS FARGO BANK, N.A.,	:
as Trustee,	:
	:
Interpleader Plaintiff,	:
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	:
	:
	:
	:
- against -	:
	:
CALYON, MAGNETAR CONSTELLATION MASTER	:
FUND, LTD.,CEDE & CO., as Holder of certain Global	:
Notes and Preference Shares and nominee name of the	:
Depository Trust Company, and DOES 1 through 100,	:
owners of beneficial interests in the Global notes and/or	:
Preference Shares,	:
	:
Interpleader Defendants.	:
	:
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Case No.
08 CV 1297 (GEL)

**ANSWER OF CEDE & CO.
AS NOMINEE FOR
THE DEPOSITORY
TRUST COMPANY**

Defendant Cede & Co., as Holder of certain Global Notes and Preference Shares
and nominee name of the Depository Trust Company (“DTC”), by and through its
attorneys, Eiseman Levine Lehrhaupt & Kakoyiannis, P.C., for its answer to the
interpleader complaint herein (“Complaint”) alleges as follows upon information and
belief, except as to its own actions which are alleged upon knowledge:

1. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraphs 1-6 and 8-30 of the Complaint, and as for those allegations concerning the terms or contents of certain named documents, including the Note Purchase Agreement and the Indenture, respectfully refers the Court to true and correct copies of those documents for the contents thereof.

2. With respect to paragraph 7 of the Complaint, admits that Cede & Co. is the nominee name of DTC, a limited purpose trust company organized under New York banking law with its principal place of business at 55 Water Street, New York, New York 10041 and affirmatively states that DTC is a securities depository and clearing agency, registered with the Securities and Exchange Commission, for the settlement of trades in corporate and municipal securities on behalf of the financial institutions that constitute its “Participants,” and that securities deposited with DTC are registered in the name of DTC’s nominee, Cede & Co., and are held for the benefit of, and in accordance with the instructions of, the Participants to whose DTC accounts such securities are credited. As to the remaining allegations of paragraph 7 of the Complaint, denies knowledge or information sufficient to form a belief as to the truth of these allegations, except admits that Cede & Co. is the holder of record of Global Notes.

3. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 31 of the Complaint, except admits that this action was not brought by plaintiff in collusion with interpleader defendant Cede & Co.

FIRST AFFIRMATIVE DEFENSE

4. The Complaint fails to state a claim upon which relief can be granted as against Cede & Co.

SECOND AFFIRMATIVE DEFENSE

5. Cede & Co. has no beneficial ownership interest in the Global Notes. Any Global Notes on deposit with DTC and registered in the name of Cede & Co. are held for the benefit of those DTC Participants to whose DTC accounts such securities are credited.

6. DTC and Cede & Co. have notified those participants who hold Global Notes of this litigation.

7. Cede & Co. is only a nominal party to this litigation and defers to the DTC Participants with an interest in the Global Notes with respect to the legal and factual positions to be taken in response to plaintiff's claims, as such claims may affect the Global Notes registered in the name of Cede & Co. and credited to such Participants' respective DTC accounts.

8. As it is not the beneficial party in interest as described above, Cede & CO. does not intend to take an active role in the litigation of this case.

WHEREFORE, defendant Cede & Co. respectfully request that the Court enter judgment dismissing the Complaint as against it, together with its costs and expenses to the extent allowed by law, and for such other and further relief that the Court deems just and proper.

Dated: May 9, 2008

EISEMAN LEVINE LEHRHAUPT
& KAKOYIANNIS, P.C.

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Attorneys For Cede & Co. As Nominee
Name of the Depository Trust Company